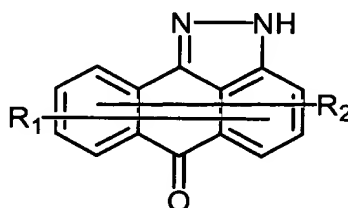


**IN THE CLAIMS:**

Please amend claims 2, 3, 25-28 and 32 to read as set forth below. Please cancel claims 9 and 17-23 without prejudice. Please add new claims 40-46 as set forth below:

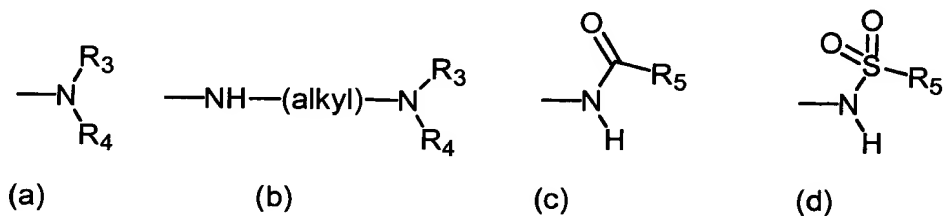
1. (Previously Amended) A compound having the structure:



or a pharmaceutically acceptable salt thereof,

wherein

R<sub>1</sub> and R<sub>2</sub> are optional substituents that are the same or different and independently represent nitro, trifluoromethyl, sulfonyl, aryl, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):

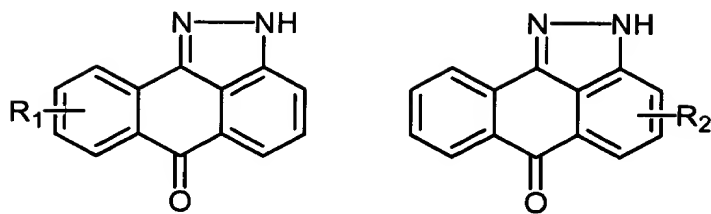


R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>5</sub> represents hydrogen, alkyl, cycloalkyl, carbocyclic aromatic, heterocyclic aromatic, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino or cycloalkylalkylamino, with the proviso that carbocyclic aromatic is not phenyl;

and with the proviso that at least R<sub>1</sub> or R<sub>2</sub> is present.

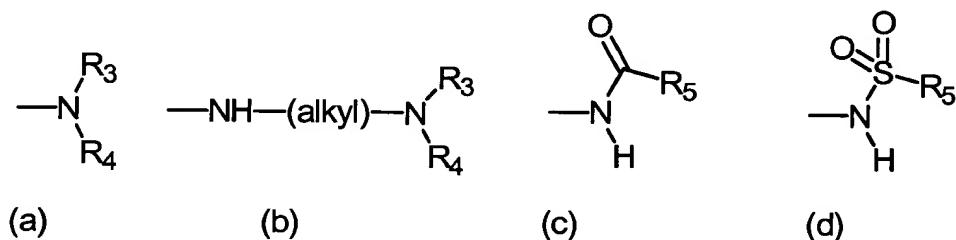
2. (Currently Amended) A compound having one of the following structures:



or a pharmaceutically acceptable salt thereof,

wherein

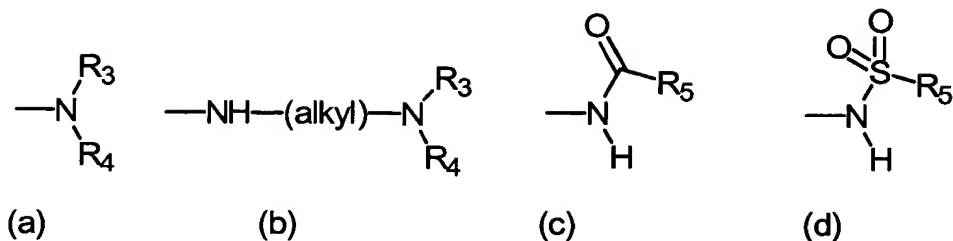
$R_1$  represents nitro, trifluoromethyl, sulfonyl, carboxyl, alkoxycarbonyl, alkoxy, aryl, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):



when  $R_1$  is present,  $R_3$  and  $R_4$  are the same or different and independently represent hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino);

when  $R_1$  is present,  $R_5$  represents hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino or cycloalkylalkylamino;

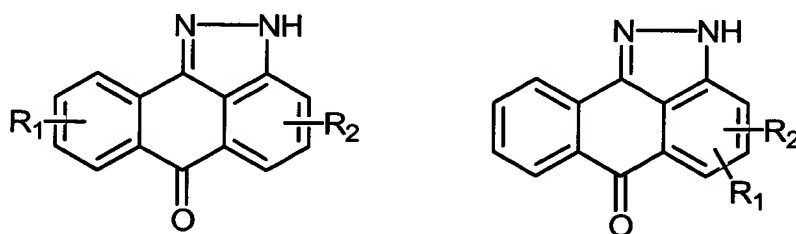
$R_2$  represents nitro, trifluoromethyl, sulfonyl, alkoxycarbonyl, aryl, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):



when  $R_2$  is present,  $R_3$  and  $R_4$  are the same or different and independently represent ~~alkyl~~, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

when  $R_2$  is present,  $R_5$  represents hydrogen, alkyl, cycloalkyl, carbocyclic aromatic, heterocyclic aromatic, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino or cycloalkylalkylamino with the proviso that carbocyclic aromatic is not phenyl.

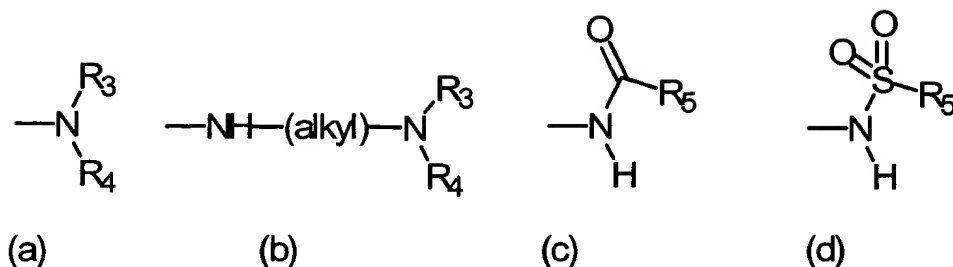
3. (Currently Amended) A compound having one of the following structures:



or a pharmaceutically acceptable salt thereof,

wherein

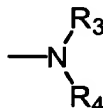
$R_1$  and  $R_2$  represent alkyl, halogen, nitro, trifluoromethyl, ~~sulfonyl~~, carboxyl, alkoxycarbonyl, alkoxy, aryl, aryloxy, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):



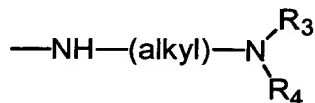
R<sub>3</sub> and R<sub>4</sub> taken together represent alkylidene or a heteroatom-containing alkylidene, or R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>5</sub> represents hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino or cycloalkylalkylamino.

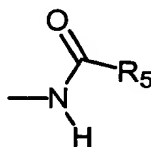
4. (Original) The compound of claim 2 wherein R<sub>1</sub> and R<sub>2</sub> are:



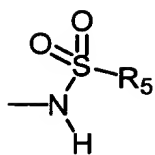
5. (Original) The compound of claim 2 wherein R<sub>1</sub> and R<sub>2</sub> are:



6. (Original) The compound of claim 2 wherein R<sub>1</sub> and R<sub>2</sub> are:



7. (Original) The compound of claim 2 wherein R<sub>1</sub> and R<sub>2</sub> are:



8. (Previously Amended) A composition comprising the compound or pharmaceutically acceptable salt of the compound of claim 1 and a pharmaceutically acceptable carrier.

9. (Canceled)

10. (Previously Canceled)

11. (Previously Canceled)

12. (Previously Canceled)

13. (Previously Canceled)

14. (Previously Canceled)

15. (Previously Canceled)

16. (Previously Canceled)

17. (Canceled)

18. (Canceled)

19. (Canceled)

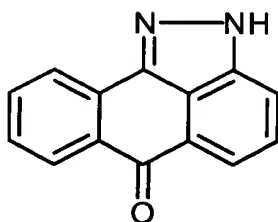
20. (Canceled)

21. (Canceled)

22. (Canceled)

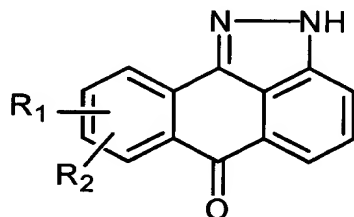
23. (Canceled)

24. (Original) A composition comprising a compound having the structure:



or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

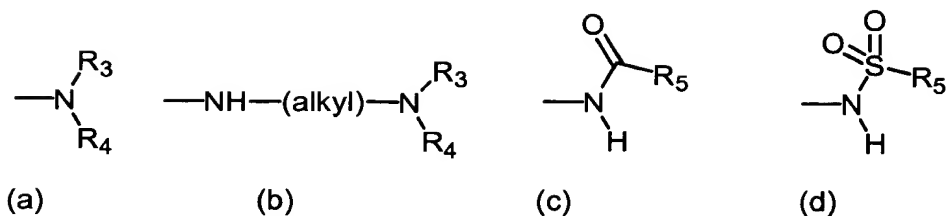
25. (Currently Amended) A compound having the structure:



or a pharmaceutically acceptable salt thereof,

wherein

R<sub>1</sub> and R<sub>2</sub> are optional substituents that are the same or different and independently represent, nitro, trifluoromethyl, sulfonyl, carboxyl, alkoxycarbonyl, ~~alkoxy~~, aryl, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):

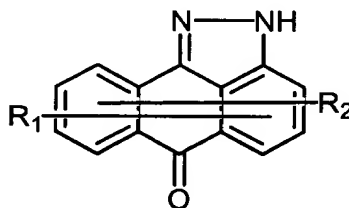


R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>5</sub> represents hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino or cycloalkylalkylamino;

and with the proviso that at least one of R<sub>1</sub> or R<sub>2</sub> is present.

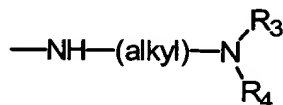
26. (Currently Amended) A compound having the structure:



or a pharmaceutically acceptable salt thereof,

wherein

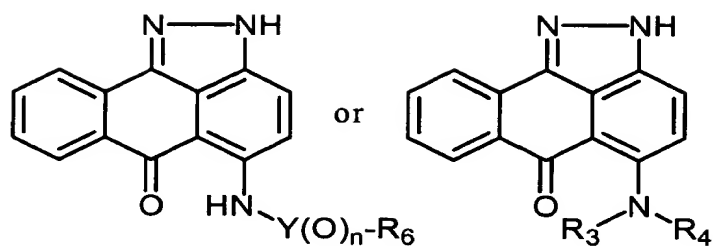
R<sub>1</sub> and R<sub>2</sub> are optional substituents that are the same or different and independently represent:



wherein R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino);

and with the proviso that at least R<sub>1</sub> or R<sub>2</sub> is present.

27. (Currently Amended) A compound having one of the following structures:



or a pharmaceutically acceptable salt thereof,

wherein

Y is C or S;

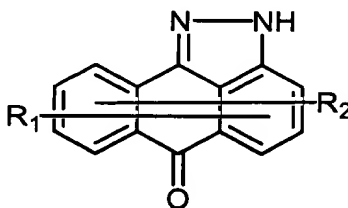
n is 1 when Y is C;

n is 2 when Y is S;

R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent ~~hydrogen~~, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>6</sub> represents phenyl, pyridinyl, thienyl or alkyl.

28. (Currently Amended) A method for treating a condition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:

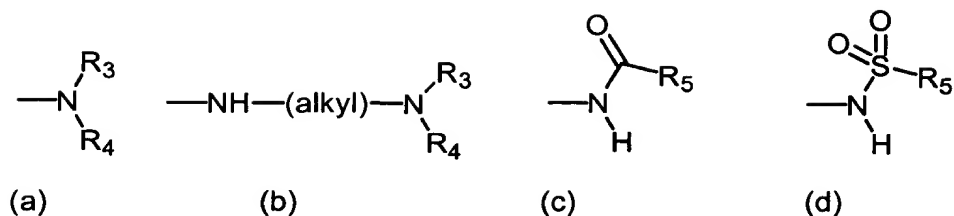


or a pharmaceutically acceptable salt thereof,

wherein

R<sub>1</sub> and R<sub>2</sub> are optional substituents that are the same or different and independently represent alkyl, halogen, nitro, trifluoromethyl, sulfonyl, carboxyl, alkoxycarbonyl, alkoxy, aryl, aryloxy, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):





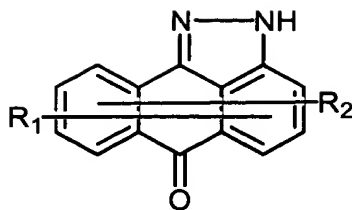
R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent hydrogen, ~~alkyl~~, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>5</sub> represents hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino, or cycloalkylalkylamino,

the condition being cancer; rheumatoid arthritis; rheumatoid spondylitis; osteoarthritis; gout; asthma; bronchitis; cystic fibrosis; inflammatory bowel disease; irritable bowel syndrome; mucous colitis; ulcerative colitis; Crohn's disease; gastritis; esophagitis; hepatitis; multiple sclerosis; endotoxin shock; psoriasis; eczema; dermatitis; atherosclerosis; restenosis following angioplasty; left ventricular hypertrophy; myocardial infarction; stroke or ischemic damage to the heart, kidney, liver, or brain; transplant rejection; or a central or peripheral neurological degenerative disorder.

29. (Previously Added) The method of claim 28, wherein the central or peripheral neurological degenerative disorder is epilepsy, Alzheimer's disease, Parkinson's disease, Huntington's disease, amyotrophic lateral sclerosis, a peripheral neuropathy or spinal cord damage.

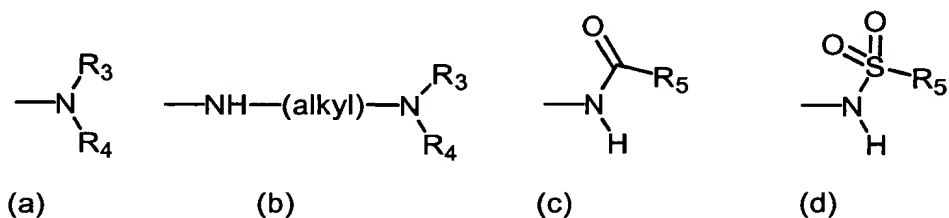
30. (Previously Added) A method for inhibiting JNK in a cell capable of expressing JNK, comprising contacting said cell with an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof,

wherein

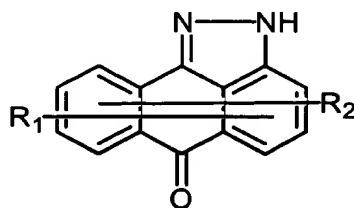
R<sub>1</sub> and R<sub>2</sub> are optional substituents that are the same or different and independently represent alkyl, halogen, nitro, trifluoromethyl, sulfonyl, carboxyl, alkoxycarbonyl, alkoxy, aryl, aryloxy, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):



R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>5</sub> represents hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino, or cycloalkylalkylamino.

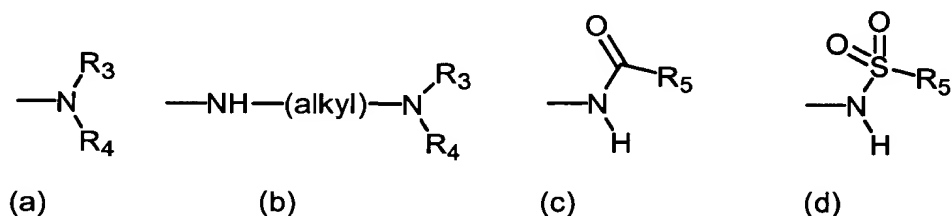
31. (Previously Added) A method for inhibiting JNK, comprising contacting JNK with an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof,

wherein

R<sub>1</sub> and R<sub>2</sub> are optional substituents that are the same or different and independently represent alkyl, halogen, nitro, trifluoromethyl, sulfonyl, carboxyl, alkoxycarbonyl, alkoxy, aryl, aryloxy, arylalkyloxy, arylalkyl, cycloalkylalkyloxy, cycloalkyloxy, alkoxyalkyl, alkoxyalkoxy, aminoalkoxy, mono- or di-alkylaminoalkoxy, or a group represented by formula (a), (b), (c) or (d):

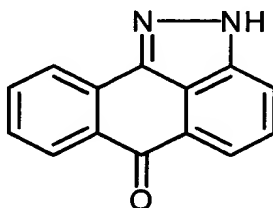


R<sub>3</sub> and R<sub>4</sub> are the same or different and independently represent hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, aryloxyalkyl, alkoxyalkyl, alkoxyamino, or alkoxy(mono- or di-alkylamino); and

R<sub>5</sub> represents hydrogen, alkyl, cycloalkyl, aryl, arylalkyl, cycloalkylalkyl, alkoxy, amino, mono- or di-alkylamino, arylamino, arylalkylamino, cycloalkylamino, or cycloalkylalkylamino.

32. (Currently Amended) The method of claim 9, 30 or 31, wherein the JNK is JNK1, JNK2 or JNK3.

33. (Previously Added) The method of claim 28, 30 or 31, wherein the compound has the structure:



or a pharmaceutically acceptable salt thereof.

34. (Previously Added) The composition of claim 8 or 24, wherein the composition is a pharmaceutical composition.

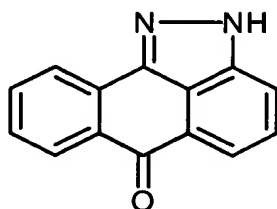
35. (Previously Added) The composition of claim 8 or 24, wherein the compound or pharmaceutically acceptable salt of the compound is present in an amount that is effective for inhibiting JNK.

36. (Previously Added) The composition of claim 8 or 24, wherein the compound or pharmaceutically acceptable salt of the compound is present in an amount that is effective for treating cancer; rheumatoid arthritis; rheumatoid spondylitis; osteoarthritis; gout; asthma; bronchitis; cystic fibrosis; inflammatory bowel disease; irritable bowel syndrome; mucous colitis; ulcerative colitis; Crohn's disease; gastritis; esophagitis; hepatitis; multiple sclerosis; endotoxin shock; psoriasis; eczema; dermatitis; atherosclerosis; restenosis following angioplasty; left ventricular hypertrophy; myocardial infarction; stroke or ischemic damage to the heart, kidney, liver, or brain; transplant rejection; or a central or peripheral neurological degenerative disorder.

37. (Previously Added) The composition of claim 36, wherein the central or peripheral neurological degenerative disorder is epilepsy, Alzheimer's disease, Parkinson's disease, Huntington's disease, amyotrophic lateral sclerosis, a peripheral neuropathy or spinal cord damage.

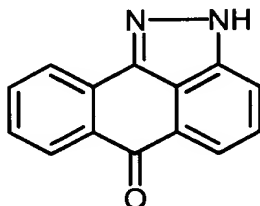
38. (Previously Added) The composition of claim 34, wherein the composition is in the form of a pill, tablet or capsule.

39. (Previously Added) A composition comprising JNK and a compound having the structure:



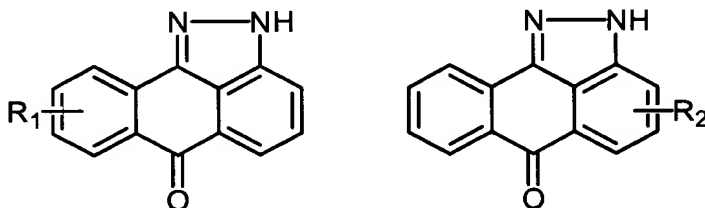
or a pharmaceutically acceptable salt thereof, wherein the compound is present in an amount effective for inhibiting JNK.

40. (New) The method of claim 28 wherein  $R_1$  and  $R_2$  are not present, and the compound having the following structure:



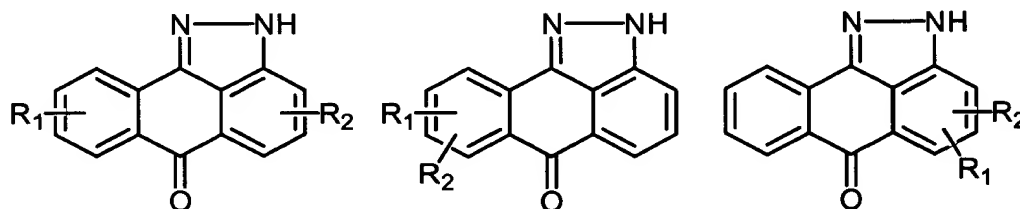
or a pharmaceutically acceptable salt thereof.

41. (New) The method of claim 28 wherein  $R_1$  or  $R_2$  is present, and the compound having one of the following structures:



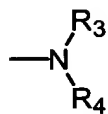
or a pharmaceutically acceptable salt thereof.

42. (New) The method of claim 28 wherein both  $R_1$  and  $R_2$  are present, and the compound having one of the following structures:

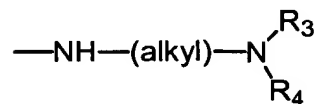


or a pharmaceutically acceptable salt thereof.

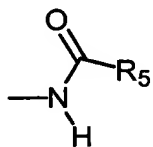
43. (New) The method of claim 42 wherein  $R_1$  and  $R_2$  are:



44. (New) The method of claim 42 wherein  $R_1$  and  $R_2$  are:



45. (New) The method of claim 42 wherein  $R_1$  and  $R_2$  are:



46. (New) The method of claim 42 wherein  $R_1$  and  $R_2$  are:

